

AMAG PHARMACEUTICALS INC.
Form 4
December 04, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Healey Timothy G

2. Issuer Name and Ticker or Trading Symbol
AMAG PHARMACEUTICALS INC. [AMAG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2007

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP-Commercial Operations

C/O AMAG PHARMACEUTICALS, INC., 125 CAMBRIDGE PARK DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

CAMBRIDGE, MA 02140

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	12/01/2007		M		750	A	(1)	(2)	750	D	
Common Stock	12/03/2007		A		270	A	(3)	\$ 48.99	1,020	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De	
				Code	V	(A)	(D)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	12/01/2006 ⁽⁴⁾		A		<u>(5)</u>	<u>(2)</u>	Common Stock	3,000
Restricted Stock Unit	\$ 0	12/01/2007		M		<u>(5)</u>	<u>(2)</u>	Common Stock	750

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Healey Timothy G
C/O AMAG PHARMACEUTICALS, INC.
125 CAMBRIDGE PARK DRIVE
CAMBRIDGE, MA 02140

SVP-Commercial Operations

Signatures

/s/ Joseph L. Farmer,
attorney-in-fact

12/04/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares were acquired by the reporting person as a result of the partial vesting of a restricted stock unit grant described below.

(2) Not Applicable

(3) These shares were acquired by the reporting person pursuant to the Company's 2006 Employee Stock Purchase Plan. The purchase price for the shares was 85% of the closing price of the Company's common stock on November 30, 2007.

(4) The restricted stock unit grant reported herein was inadvertently omitted from the reporting person's Form 4 filed on December 5, 2006.

(5) This restricted stock unit grant vests in four equal annual installments. The first installment vested on December 1, 2007 and the remaining installments vest on December 1, 2008, December 1, 2009 and December 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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